

**The Town of Huntington**  
**Local Development Corporation**

**100 Main Street**

**Huntington, New York**

**Minutes of Organizational Meeting**

**Tuesday, May 4, 2010**

**MINUTES**

- 1. Meeting called to order at 4:10p.m. by Supervisor Frank P. Petrone.**
  - a. Present: Supervisor Frank P. Petrone, Councilman Mark A. Cuthbertson, Councilwoman Susan A. Berland, Councilwoman Glenda A. Jackson, Councilman Mark Mayoka, Joan Cergol, Thomas Glascock, Robert Chanis and Andrew Komaromi.
  
- 2. Organizational Matters.**

**5-4-2010-1** Resolve to appoint Frank Petrone Temporary Chairman and Temporary Secretary.

**5-4-2010-2** Resolve to adopt corporate By-Laws.

**5-4-2010-3** Resolve to appoint a Board of Directors for the Corporation.

**5-4-2010-4** Resolve to fix the principal office of the Corporation.

**5-4-2010-5** Resolution to elect Frank Petrone as Chairperson of the Board of Directors for the Corporation

**5-4-2010-6** Resolution to elect Mark A. Cuthbertson as Vice Chairperson of the Board of Directors for the Corporation

**5-4-2010-7** Resolution to elect Susan A. Berland as Secretary and Treasurer of the Board of Directors for the Corporation

**5-4-2010-8** Resolution to adopt the seal of the Corporation.
  
- 3. Operational matters.**

**5-4-2010-9** Resolution to authorize and approve the engagement of Joan A. Cergol, as Executive Director for the Corporation, to

handle administrative, banking, and day-to-day operational matters on behalf of the Corporation.

- 5-4-2010-10** Resolution to authorize the Executive Director to make application to the United States Internal Revenue Service for a tax identification number.
- 5-4-2010-11** Resolution to authorize the Executive Director to file, on behalf of the Corporation, a Request for Registration Exemption with the New York State Charities Bureau.
- 5-4-2010-12** Resolution to authorize the Chairperson to engage Thomas D. Glascock of Forchelli, Curto, Deegan, Schwartz, Mineo, Cohn & Terrana, LLP as General Counsel and Robert J. Chanis and Andrew Komaromi of Harris Beach PLLC, as Bond Counsel for the Corporation on such terms as the Chairperson shall reasonably deem just and proper.
- 5-4-2010-13** Resolution to authorize and direct the Corporation to establish and constitute an Audit Committee, pursuant to the Public Authorities Accountability Act of 2005, as amended.
- 5-4-2010-14** Resolution to authorize and direct the Corporation to establish and constitute a Governance Committee, pursuant to the Public Authorities Accountability Act of 2005, as amended.
- 5-4-2010-15** Resolution to authorize and direct the Corporation to establish and constitute a Finance Committee, pursuant to the Public Authorities Accountability Act of 2005, as amended.
- 5-4-2010-16** Resolution to authorize and approve that the Corporation's adoption of corporate policies and pursuant to the Public Authorities Accountability Act of 2005, as amended, including a Code of Ethics, an Audit Committee Charter, an Audit Committee Best Practices Checklist, a Compensation and Reimbursement Policy, a Defense and Indemnification Policy, a Procurement Policy and Procedures, a Property Disposition Policy, a Governance Committee Charter, a Whistleblower Protection Policy, a Policy Regarding Extension of Credit, a Prompt Payment Policy, and an Investment Policy.
- 5-4-2010-17** Resolution that the Treasurer be authorized to open and maintain corporate banking and brokerage accounts at such banking and brokerage institutions as he reasonably deems appropriate, and that any resolution required to satisfy this purpose may be made on the printed form of said banking or brokerage institution, as the case may be.

**5-4-2010-18** Resolution that the Chairperson be authorized, until such time as his successor is appointed by the sole member of the Corporation, to take such other reasonable actions as shall be necessary to reasonably prepare the Corporation for operations.

**5-4-2010-19** Resolution that, during the remainder of year 2010, the Corporation shall notice and conduct combined Board of Directors/Member meetings at 100 Main Street, Huntington, New York, as needed.

**Other Matters.**

**Meeting adjourned at 4:40 p.m.**

**Resolution 5-4-2010-1**

WHEREAS, The Town of Huntington Local Development Corporation was validly formed on April 7, 2010; and

WHEREAS, the Town of Huntington is the sole member of the Corporation; and

WHEREAS, the first organizational meeting of the Town of Huntington Local Development Corporation is now in order.

NOW, THEREFORE, BE IT RESOLVED

BY THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION'S SOLE MEMBER

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY AUTHORIZES AND APPROVES THE APPOINTMENT OF FRANK PETRONE AS TEMPORARY CHAIRPERSON AND TEMPORARY SECRETARY FOR THE CORPORATION.

OFFERED BY:

Mark A. Cuthbertson

SECONDED BY:

Mark Mayoka

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-2**

WHEREAS, the Temporary Chairperson called for the adoption of Corporate By-Laws;

NOW, THEREFORE, BE IT RESOLVED

BY THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION'S SOLE MEMBER

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY AUTHORIZES AND APPROVES THE ADOPTION OF THE BY-LAWS ATTACHED HERETO AS THE BY-LAWS OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION

OFFERED BY:

Mark A. Cuthbertson

SECONDED BY:

Frank P. Petrone

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-3**

WHEREAS, the Temporary Chairperson discussed the need to appoint the Board of Directors of The Town of Huntington Local Development Corporation, and stated that said appointment was now in order;

NOW, THEREFORE, BE IT RESOLVED

BY THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION'S SOLE MEMBER

THAT THE FOLLOWING PERSONS ARE APPOINTED TO SERVE AS DIRECTORS FOR THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION:

FRANK P. PERTRONE,	100 Main Street, Huntington, NY 11743
MARK A. CUTHBERTSON	100 Main Street, Huntington, NY 11743
SUSAN A. BERLAND	100 Main Street, Huntington, NY 11743
GLENDA A. JACKSON	100 Main Street, Huntington, NY 11743
MARK MAYOKA	100 Main Street, Huntington, NY 11743

OFFERED BY:

Mark A. Cuthbertson

SECONDED BY:

Frank P. Petrone

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-4**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY FIXES ITS PRINCIPAL OFFICE AT 100 MAIN STREET, HUNTINGTON, NEW YORK.

OFFERED BY:

Mark A. Cuthbertson

SECONDED BY:

Frank P. Petrone

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-5**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY ELECTS FRANK P. PETRONE AS CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION.

OFFERED BY:

Mark A. Cuthbertson

SECONDED BY:

Susan A. Berland

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-6**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY ELECTS MARK A. CUTHBERTSON AS VICE-CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION.

OFFERED BY:

Mark A. Cuthbertson

SECONDED BY:

Glenda A. Jackson

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLEND A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-7**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY ELECTS SUSAN A. BERLAND AS SECRETARY AND TREASURER OF THE CORPORATION.

OFFERED BY:

Mark A. Cuthbertson

SECONDED BY:

Frank P. Petrone

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-8**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY ADOPTS THE SEAL OF THE CORPORATION AS ATTACHED HERETO.

OFFERED BY:

Frank P. Petrone

SECONDED BY:

Mark A. Cuthbertson

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-9**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY AUTHORIZES AND APPROVES THE ENGAGEMENT OF JOAN A. CERGOL AS EXECUTIVE DIRECTOR, TO HANDLE ROUTINE ADMINISTRATIVE, BANKING, AND DAY-TO-DAY OPERATIONAL MATTERS ON BEHALF OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION UPON TERMS TO BE DECIDED BY THE CHAIRPERSON.

OFFERED BY:

Frank P. Petrone

SECONDED BY:

Susan A. Berland

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLEND A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-10**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY AUTHORIZES AND APPROVES THE EXECUTIVE DIRECTOR TO MAKE APPLICATION TO THE UNITED STATES INTERNAL REVENUE SERVICE FOR A TAX IDENTIFICATION NUMBER.

OFFERED BY:

Frank P. Petrone

SECONDED BY:

Mark A. Cuthbertson

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-11**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY AUTHORIZES THE EXECUTIVE DIRECTOR TO FILE, ON BEHALF OF THE CORPORATION, A REQUEST FO REGISTRATION EXEMPTION WITH THE NEW YORK STATE CHARITIES BUREAU.

OFFERED BY:

Frank P. Petrone

SECONDED BY:

Glenda A. Jackson

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLEND A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-12**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY AUTHORIZES THE CHAIRPERSON TO ENGAGE THOMAS D. GLASCOCK OF FORCHELLI, CURTO, DEEGAN, SCHWARTZ, MINEO, COHN & TERRANA LLP, 120 MINEOLA BOULEVARD, MINEOLA, NY 11501, AS GENERAL COUNSEL AND ROBERT J. CHANIS AND ANDREW KOMAROMI OF HARRIS BEACH PLLC, 100 WALL STREET, NEW YORK, NY 10005, AS BOND COUNSEL TO PROVIDE LEGAL SERVICES FOR THE CORPORATION ON SUCH TERMS AS THE CHAIRPERSON SHALL DEEM REASONABLY JUST AND PROPER.

OFFERED BY:

Frank P. Petrone

SECONDED BY:

Mark A. Cuthbertson

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-13**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION IS AUTHORIZED AND DIRECTED TO ESTABLISH AND CONSTITUTE AN AUDIT COMMITTEE, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY:

Frank P. Petrone

SECONDED BY:

Mark A. Cuthbertson

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-14**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION IS AUTHORIZED AND DIRECTED TO ESTABLISH AND CONSTITUTE A GOVERNANCE COMMITTEE, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY:

Frank P. Petrone

SECONDED BY:

Mark A. Cuthbertson

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-15**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION IS AUTHORIZED AND DIRECTED TO ESTABLISH AND CONSTITUTE A FINANCE COMMITTEE, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY:

Frank P. Petrone

SECONDED BY:

Mark A. Cuthbertson

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-16**

*BE IT FURTHER RESOLVED:*

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION IS AUTHORIZED AND DIRECTED TO ADOPT CERTAIN CORPORATE POLICIES AS REQUIRED BY THE NEW YORK PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED, INCLUDING A CODE OF ETHICS, AN AUDIT COMMITTEE CHARTER, AN AUDIT COMMITTEE BEST PRACTICES CHECKLIST, A COMPENSATION AND REIMBURSEMENT POLICY, A DEFENSE AND INDEMNIFICATION POLICY, A PROCUREMENT POLICY AND PROCEDURES, A PROPERTY DISPOSITION POLICY, A GOVERNANCE COMMITTEE CHARTER, A WHISTLEBLOWER PROTECTION POLICY, A POLICY REGARDING EXTENSION OF CREDIT, A PROMPT PAYMENT POLICY, AND AN INVESTMENT POLICY.

OFFERED BY:

Frank P. Petrone

SECONDED BY:

Mark A. Cuthbertson

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLEND A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-17**

*BE IT FURTHER RESOLVED:*

THAT THE TREASURER BE AND HEREBY IS AUTHORIZED TO OPEN AND MAINTAIN BANKING AND BROKERAGE ACCOUNTS ON BEHALF OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION AT SUCH BANKING AND BROKERAGE INSTITUTIONS AS HE/SHE REASONABLY DEEMS APPROPRIATE, AND ANY RESOLUTION REQUIRED TO SATISFY THIS PURPOSE MAY BE MADE ON THE PRINTED FORM OF SAID BANKING OR BROKERAGE INSTITUTION, AS THE CASE MAY BE, AND IS HEREBY ADOPTED AND ORDERED APPENDED TO THE MINUTES OF THIS MEETING.

OFFERED BY:

Frank P. Petrone

SECONDED BY:

Mark A. Cuthbertson

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-18**

*BE IT FURTHER RESOLVED:*

THAT THE CHAIRPERSON BE AUTHORIZED, UNTIL THE NEXT COMBINED BOARD OF DIRECTORS/MEMBER MEETING, TO TAKE SUCH OTHER ACTIONS AS SHALL BE NECESSARY TO REASONABLY PREPARE THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION FOR OPERATION, ALL ON THE CORPORATION'S BEHALF.

OFFERED BY:

Frank P. Petrone

SECONDED BY:

Mark A. Cuthbertson

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLENDA A. JACKSON

MARK MAYOKA

**Resolution 5-4-2010-19**

*BE IT FURTHER RESOLVED:*

THAT DURING THE REMAINDER OF YEAR 2010, THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION SHALL NOTICE AND CONDUCT COMBINED BOARD OF DIRECTORS/MEMBER MEETINGS AT 100 MAIN STREET, HUNTINGTON, NEW YORK AT 7:00 PM, AS NEEDED.

OFFERED BY:

Frank P. Petrone

SECONDED BY:

Mark A. Cuthbertson

VOTED AYE:

FRANK P. PETRONE

SUSAN A. BERLAND

MARK A. CUTHBERTSON

GLEND A. JACKSON

MARK MAYOKA

THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE MEETING,  
UPON MOTION DULY MADE BY FRANK P. PETRONE, SECONDED BY  
MARK MAYOKA AND UNANIMOUSLY CARRIED, THE SAME WAS  
ADJOURNED.